

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

IN RE SONUS NETWORKS, INC.
LITIGATION

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)
) Civil Action No. 04-10294-DPW
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)

**DEFENDANT SONUS' MOTION TO DISMISS
THE FIRST AMENDED CONSOLIDATED CLASS ACTION COMPLAINT**

Pursuant to Rules 9(b) and 12(b)(6) of the Federal Rules of Civil Procedure, and the Private Securities Litigation Reform Act, defendant Sonus Networks, Inc ("Sonus") hereby moves to dismiss the First Amended Consolidated Class Action Complaint ("Amended Complaint"). As grounds for its motion, Sonus states that:

1. Plaintiff's 10b-5 claim (and the derivative control person claim under § 20(a) of the Exchange Act) must be dismissed because the factual allegations of the Amended Complaint do not give rise to the requisite strong inference of scienter.
2. As set forth in the memoranda of defendants Messrs. Stephen Nill and Hassan Ahmed, whose arguments Sonus incorporates herein by reference, Plaintiff's §11 and §12 claims (and the derivative control person claims under §15 of the Securities Act) must be dismissed for failure to fulfill the heightened particularity requirements of Rule 9(b), and Plaintiff's §12 claim must be dismissed for the independent reason that none of the defendants are adequately alleged to be statutory "sellers" of the securities issued pursuant to the relevant prospectus.

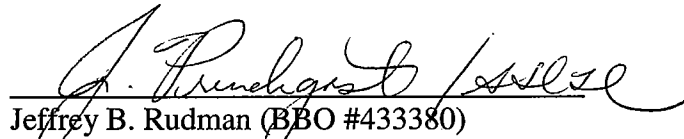
In support of this motion, Sonus has filed the accompanying Memorandum of Law in Support of Defendant Sonus' Motion to Dismiss the First Amended Consolidated Class Action Complaint; and Transmittal Affidavit of James W. Prendergast. Sonus also relies on the separate memoranda of law filed by defendants Messrs. Hassan Ahmed and Stephen Nill, and incorporates by reference the arguments made therein.

WHEREFORE, for the reasons set forth more fully in the defendants memoranda of law, Sonus requests that the Court dismiss the First Amended Consolidated Class Action Complaint with prejudice and grant such further relief that the Court deems fair and just.

Respectfully Submitted,

SONUS NETWORKS, INC.

By its attorneys,



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